

UNITED STATES BANKRUPTCY COURT  
SOUTHERN DISTRICT OF NEW YORK

----- X  
:  
In re : Chapter 11  
:  
DELPHI CORPORATION, et al., : Case No. 05-44481 (RDD)  
:  
Debtors. : (Jointly Administered)  
:  
----- X

AFFIDAVIT OF LEGAL ORDINARY COURSE PROFESSIONAL

STATE OF NEW YORK )  
 ) ss:  
COUNTY OF ERIE )

Richard T. Saraf, Esq., being duly sworn, deposes and says:

1. I am a member of Goldberg Segalla LLP, which firm maintains offices at 665 Main Street, Suite 400, Buffalo, New York 14203.

2. Neither I, Goldberg Segalla LLP, nor any partner, auditor or other member thereof, insofar as I have been able to ascertain, has any connection with the above-captioned debtors and debtors-in-possession (the "Debtors"), their creditors, or any other party-in-interest, or their attorneys, except as set forth in this affidavit.

3. Goldberg Segalla LLP, has represented and advised the Debtors in the 7<sup>th</sup> and 8<sup>th</sup> Judicial Districts of New York with respect to a broad range of aspects of the Debtors' businesses.

4. The Debtors have requested, and Goldberg Segalla LLP has agreed, to continue to represent and advise the Debtors pursuant to section 327(e) of title 11 of the United States Code, 11 U.S.C. §§101-1330, as amended (the "Bankruptcy Code"), with respect to such matters. Additionally, the Debtors have requested, and Goldberg Segalla LLP proposes, to render the following services to the Debtors: "Legal Services".

5. Goldberg Segalla LLP's current fee arrangement is as follows: Partners, except Neil A. Goldberg, Esq., Thomas F. Segalla, Esq., and John P. Freedenberg, Esq., bill at \$125.00/hour; Messrs. Goldberg, Segalla and Freedenberg bill at \$150.00/hour; Associates Attorneys bill at \$95.00/hour; and Paralegals bill at \$60.00/hour.

6. Except as set forth herein, no promises have been received by Goldberg Segalla LLP or any partner, auditor or other member thereof as to compensation in connection with these chapter 11 cases other than in accordance with the provisions of the Bankruptcy Code, the Federal Rules of Bankruptcy Procedure, the Local Rules, orders of this Court, and the Fee Guidelines promulgated by the Executive Office of the United States Trustee.

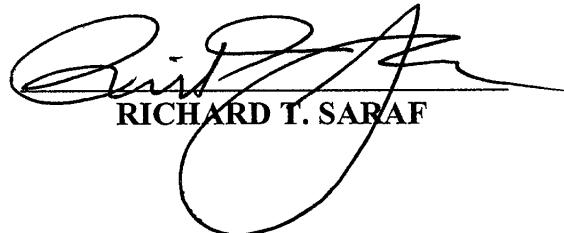
7. Goldberg Segalla LLP has no agreement with any entity to share with such entity any compensation received by Goldberg Segalla LLP.

8. Goldberg Segalla LLP and its partners, auditors, and other members may have in the past represented, currently represent, and may in the future represent entities that are claimants of the Debtors in matters totally unrelated to these pending chapter 11 cases. Goldberg Segalla LLP does not and will not represent any such entity in connection with these pending chapter 11 cases and does not have any relationship with any such entity, attorneys, or accountants that would be adverse to the Debtors or their estates.

9. Neither I, Goldberg Segalla LLP, nor any partner, auditor or other member thereof, insofar as I have been able to ascertain, holds or represents any interest adverse to the Debtors, or their estates in the matters upon which Goldberg Segalla LLP is to be engaged.

10. The foregoing constitutes the statement of Goldberg Segalla LLP pursuant to sections 329 and 504 of the Bankruptcy Code and Bankruptcy Rules 2014 and 2016(b).

FURTHER AFFIANT SAYETH NOT



RICHARD T. SARAF

Subscribed and sworn before me  
this 21st day of February, 2006

Maggie A. Baker  
Notary Public  
220784 MAGGIE A. BAKER  
Notary Public State of New York  
Qualified in Erie County  
My Commission Expires July 28, 2009

CERTIFICATE OF SERVICE

Richard T. Saraf, Esq., member of Goldberg Segalla LLP, hereby certifies that on February 21, 2006, served a copy of the Affidavit of Legal Ordinary Counsel Professional, upon the following interested parties via first class mail:

Delphi Corporation  
Attention: General Counsel  
5725 Delphi Drive  
Troy, MI 48098  
U.S.A.

Skadden, Arps, Slate, Meagher & Flom  
Attention: John W. Butler, Jr., Esq.  
333 West Wacker Drive  
Suite 2100  
Chicago, IL 60606  
U.S.A.

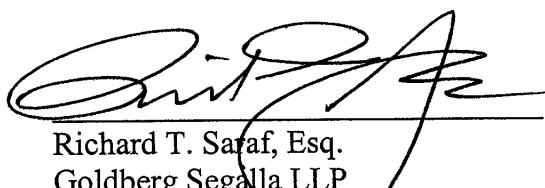
United States Trustee  
Attention: Alicia M. Leonhard, Esq.  
33 Whitehall Street  
Suite 2100  
New York, N.Y. 10044  
U.S.A.

Latham & Watkins  
Attention: Mark A. Broude, Esq.  
885 Third Avenue  
New York, N.Y. 10022  
U.S.A.

Simpson Thacher & Bartlett LLP  
Attention: Marissa Wesley, Esq.  
425 Lexington Avenue  
New York, N.Y. 10017  
U.S.A.

Davis Polk & Wardwell  
Attention: Marlane Melican, Esq.  
450 Lexington Avenue  
New York, N.Y. 10017  
U.S.A.

Dated: February 21, 2006



Richard T. Saraf, Esq.  
Goldberg Segalla LLP  
665 Main Street, Suite 400  
Buffalo, New York 14203  
(716) 566-5400

Sworn before me this  
21st day of February, 2006

Maggie A. Baker  
Notary Public  
220794  
MAGGIE A. BAKER  
Notary Public State of New York  
Qualified in Erie County  
My Commission Expires July 28, 2009